

DIRECTORS AND SENIOR MANAGEMENT

DIRECTORS AND SENIOR MANAGEMENT

The following table sets forth a summary of information regarding our Directors:

Name	Age	Position	Date of joining our Group	Date of appointment as Director	Roles and responsibilities	Relationship with other Directors, senior management and the Controlling Shareholders
Executive Directors						
Mr. Lau Ming Yeung Lambert (劉名揚)	39	Chairman and executive Director	1 June 2017	1 November 2017	Overseeing the overall strategic development and operations, business development, financial performance, risk management and compliance matters of our Group, formulating and implementing strategic plans and assigning responsibilities to the senior management of our Group	Nil
					Member of our remuneration committee and our nomination committee	
Mr. Choi Man Ho (蔡文豪)	42	Chief executive officer and executive Director	4 March 2013	1 November 2017	Overseeing and monitoring the daily operations, financial performance, risk management and internal control of our Group, handling compliance matters of our Group and managing and overseeing the operation of the broking team for delta one products of De Riva	Nil
Mr. Lee Tik Man Dick (李迪文)	43	Executive Director	4 March 2013	1 November 2017	Overseeing the overall operations of our Group and acting as the co-head of single stocks derivatives team of De Riva	Nil

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Name	Age	Position	Date of joining our Group	Date of appointment as Director	Roles and responsibilities	Relationship with other Directors, senior management and the Controlling Shareholders
Mr. Fung Wai Yip Patrick (馮偉業)	44	Executive Director	4 March 2013	1 November 2017	Overseeing the overall operations of our Group and acting as the co-head of single stocks derivatives team of De Riva	Nil
Mr. Ng Yu Fai (吳宇輝)	42	Executive Director	16 July 2013	1 November 2017	Managing and overseeing the operations of the broking team for listed Hong Kong derivatives products, managing client accounts with major investment banks, developing new client accounts and overseeing the risk management of De Riva	Nil

Non-executive Director

Yu Kwok Tung (余國棟)	61	Non-executive Director	29 November 2017	29 November 2017	Responsible for advising on issues of strategy, policy, performance, accountability, resources and standard of conduct of our Group	Controlling Shareholder
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Independent non-executive Directors

Voon David Hian-fook (溫賢福)	52	Independent non-executive Director	[●]	[●]	Responsible for providing independent advice on issues of strategy, policy, performance, accountability, resources and standard of conduct of our Group	Nil
					Chairman of our remuneration committee and a member of our audit committee and our nomination committee	

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Name	Age	Position	Date of joining our Group	Date of appointment as Director	Roles and responsibilities	Relationship with other Directors, senior management and the Controlling Shareholders
Or Kevin (柯衍峰)	46	Independent non-executive Director	[●]	[●]	Responsible for providing independent advice on issues of strategy, policy, performance, accountability, resources and standard of conduct of our Group Chairman of our audit committee	Nil
Wu Ping Lam Michael David (吳秉霖)	35	Independent non-executive Director	[●]	[●]	Responsible for providing independent advice on issues of strategy, policy, performance, accountability, resources and standard of conduct of our Group Chairman of our nomination committee and a member of our audit committee and our remuneration committee	Nil

DIRECTORS

Our Board has the ultimate responsibility for the management of our Company and currently consists of nine Directors, made up of five executive Directors, one non-executive Director and three independent non-executive Directors.

Executive Directors

Mr. Lau Ming Yeung Lambert (劉名揚), aged 39, joined our Group as a managing director of De Riva in June 2017 and was appointed as a Director on 1 November 2017. He was re-designated as an executive Director on [●] and appointed as the Chairman of the Board on 4 December 2017. He is also a member of the nomination committee and remuneration committee of our Company. Mr. Lau is responsible for overseeing the overall strategic development and operations, business development, financial performance, risk management and compliance matters of our Group and is responsible for formulating and implementing strategic plans and assigning responsibilities to the senior management of De Riva. During the Track Record Period, Mr. Lau formed part of the management team of De Riva together with our other four executive Directors, namely Mr. Choi, Mr. Lee, Mr. Fung and Mr. Ng.

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After graduating from Columbia University in the City of New York in the USA with a degree of Bachelor of Science in Operations Research in 2000, Mr. Lau obtained a degree of Master of Science in Financial Engineering in 2001. Mr. Lau has accumulated more than fifteen years of experience in derivatives trading. The following table highlights Mr. Lau's professional experience prior to joining our Group:

Name of company	Principal business activities	Last position held	Roles and responsibilities	Duration
Goldman Sachs (Asia) L.L.C. (or its affiliates) ("Goldman Sachs")	Global investment banking, investment management, securities, and other financial services including prime brokerage	Managing director, Securities division	Managing businesses across single stock flow derivatives, warrants, convertibles and corporate derivatives, serving on various risks, technology and operational committees within the group and being responsible for risk management and large size pricings for the business	From July 2001 to February 2016

Mr. Lau is currently licensed by the SFC to act as a Responsible Officer to carry out type 1 (dealing in securities) and type 2 (dealing in futures contracts) regulated activities. He passed Series 3 (National Commodity Futures Examination), Series 7 (General Securities Representative Examination) and Series 63 (Uniform Securities Agent State Law Examination), which are qualifying exams administered by The Financial Industry Regulatory Authority, Inc. (FINRA) in the USA in 2001.

Mr. Lau was also an authorised trader of Goldman Sachs and did place and execute trade orders of derivatives through De Riva when he was working in Goldman Sachs.

Mr. Lau is the brother of Mr. Lau Ming Hong, Henry, the sole shareholder of Santo Global, one of our substantial Shareholders.

Save as disclosed in this document, as at the Latest Practicable Date, Mr. Lau (i) had no interests in our Shares within the meaning of Part XV of the SFO; (ii) did not have any other relationship with any Directors, senior management of our Company, substantial Shareholders or Controlling Shareholders; and (iii) did not hold any directorship in any public companies, the securities of which were listed on any securities market in Hong Kong or overseas in the last three years.

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Mr. Choi Man Ho (蔡文豪), aged 42, joined our Group as a derivatives broker of De Riva in March 2013 and was appointed as a Director on 1 November 2017. He was re-designated as an executive Director on [●] and appointed as the chief executive officer of our Group on 4 December 2017. Mr. Choi is responsible for (i) overseeing and monitoring the daily operations, financial performance, risk management and internal control of our Group; and (ii) handling compliance matters of our Group. He is also responsible for managing and overseeing the operation of the broking team for delta one products of De Riva. During the Track Record Period, Mr. Choi acted as a desk manager of De Riva and formed part of its management team together with our other four executive Directors, namely Mr. Lau, Mr. Lee, Mr. Fung and Mr. Ng.

Mr. Choi completed his secondary education in Ireland in 1993. He has since then accumulated more than ten years of experience in derivatives trading. The following table highlights Mr. Choi's professional experience prior to joining our Group:

Name of company	Principal business activities	Last position held	Roles and responsibilities	Duration
BGC Securities (Hong Kong) LLC	Derivatives brokerage	Equity derivatives broker (Asia Pacific excluding Japan)	Acting as a broker dealer of Asia Pacific ex Japan OTC equity derivative delta one products	From January 2008 to February 2013
MF Global Hong Kong Limited	Trading of index futures and options	Equity derivatives broker	Acting as an interdealer broker of Hong Kong OTC equity derivatives products (indices & single stocks)	From December 2005 to January 2008
Asia Netcom Hong Kong Limited (currently known as Telstra Global (HK) Limited)	Providing telephone voice and data communications services	Billing specialist	Testing and launching of system projects and coordinating monthly invoicing	From March 2004 to December 2005

Mr. Choi is currently licensed by the SFC to act as a Licensed Representative to carry out type 1 (dealing in securities) and type 2 (dealing in futures contracts) regulated activities.

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Save as disclosed in this document, as at the Latest Practicable Date, Mr. Choi (i) had no interests in our Shares within the meaning of Part XV of the SFO; (ii) did not have any other relationship with any Directors, senior management of our Company, substantial Shareholders or Controlling Shareholders; and (iii) did not hold any directorship in any public companies, the securities of which were listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Lee Tik Man Dick (李迪文), aged 43, joined our Group as a derivatives broker of De Riva in March 2013 and is also a director of De Riva. He was appointed as a Director on 1 November 2017 and re-designated as an executive Director on [●]. Mr. Lee is primarily responsible for overseeing the overall operations of our Group and acting as the co-head of single stocks derivatives team and overseeing the single stocks operation for De Riva. During the Track Record Period, Mr. Lee acted as a desk manager of De Riva and formed part of its management team together with our other four executive Directors, namely Mr. Lau, Mr. Choi, Mr. Fung and Mr. Ng.

After graduating from University of Western Ontario in Canada with a degree of Bachelor of Arts with a major in Economics in 1999, Mr. Lee began his career at Hong Kong Futures Exchange Limited where he worked as a market operator. Mr. Lee has accumulated more than fifteen years of experience in derivatives trading. The following table highlights Mr. Lee's professional experience prior to joining our Group:

Name of company	Principal business activities	Last position held	Roles and responsibilities	Duration
BGC Securities (Hong Kong) LLC	Derivatives brokerage	Manager (Equity derivatives Asia)	Acting as a broker dealer of Hong Kong listed derivatives and a key relationship officer	From February 2008 to February 2013
MF Global Hong Kong Limited	Trading of index futures and options	Sales manager (Asia equity derivatives)	Trading of major Asia index futures and options products and managing client relations	From March 2006 to January 2008
Fimat Hong Kong Limited (also known as Newedge Broker Limited)	Trading of index futures, commodities futures and options products	Sales manager (International market)	Trading of major global futures index, commodities futures and options products	From November 1999 to March 2006
Hong Kong Futures Exchange Limited	A futures exchange in Hong Kong offering a variety of futures and options and contracts	Market operator (Open outcry department)	Conducting price reporting and supervising market trading for Hang Seng Index Futures and options market	From March 1999 to November 1999

DIRECTORS AND SENIOR MANAGEMENT

Mr. Lee is currently licensed by the SFC to act as a Responsible Officer to carry out type 1 (dealing in securities) and type 2 (dealing in futures contracts) regulated activities.

As at the Latest Practicable Date, Mr. Lee (i) had no interests in our Shares within the meaning of Part XV of the SFO; (ii) did not have any other relationship with any Directors, senior management of our Company, substantial Shareholders or Controlling Shareholders; and (iii) did not hold any directorship in any public companies, the securities of which were listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Fung Wai Yip Patrick (馮偉業), aged 44, joined our Group as derivatives broker of De Riva in March 2013 and is also a director of De Riva. He was appointed as a Director on 1 November 2017 and re-designated as an executive Director on [●]. Mr. Fung is primarily responsible for overseeing the overall operations of our Group and acting as the co-head of single stocks derivatives team and overseeing the single stocks operation for De Riva. During the Track Record Period, Mr. Fung acted as a desk manager of De Riva and formed part of its management team together with our other four executive Directors, namely Mr. Lau, Mr. Choi, Mr. Lee and Mr. Ng.

Mr. Fung graduated from Hawaii Pacific University in the USA with a degree of Bachelor of Science in Business Administration with a major in Computer Information Systems and Finance in 1998. He has accumulated more than ten years of experience in derivatives trading. The following table highlights Mr. Fung's professional experience prior to joining our Group:

Name of company	Principal business activities	Last position held	Roles and responsibilities	Duration
BGC Securities (Hong Kong) LLC	Derivatives brokerage	Manager	Acting as a broker dealer of Hong Kong listed derivatives	From February 2008 to February 2013
MF Global Hong Kong Limited	Trading of index futures and option products	Derivatives sales trader	Acting as a broker dealer of Hong Kong listed derivatives	From November 2007 to January 2008
CLSA Futures Limited	Futures trading	Derivatives sales trader	Acting as a broker dealer of Hong Kong listed derivatives	From April 2007 to September 2007
Hong Kong Exchanges and Clearing Limited	Operation of stock market and futures market	Senior officer (Derivatives market department)	Supervising Hong Kong listed derivatives markets and participating in various projects	From June 2005 to April 2007

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Name of company	Principal business activities	Last position held	Roles and responsibilities	Duration
Credit Suisse First Boston	Investment banking, capital markets and financial services	Trade support (Equity operations/ middle office)	Performing trade amendments on equity products, assisting the front office with booking, preparing pricing supplement for equity-linked securities and verifying brokerages and fees	January 2005 to April 2005
BNP Paribas	Investment banking, capital markets and financial services	Settlement assistant (Equity derivatives operations department)	Assisting with position reconciliation for Hong Kong listed stocks and stock options, preparing funding for Murex, arranging margin call and withdrawal and preparing and reviewing position limit report	August 2004 to November 2004
Hong Kong Exchange and Clearing Limited	Operation of stock market and futures market	Assistant officer (Derivatives markets development & operations)	Performing OMnet Application Programming Interface certification test for basic and tailor-made functionalities, assisting with the implementation of new systems, handling trading queries and complaints from Exchange Participants and preparing management reports to internal and external auditors and the SFC for review	May 2000 to February 2004

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Mr. Fung is currently licensed by the SFC to act as a Responsible Officer to carry out type 1 (dealing in securities) and type 2 (dealing in futures contracts) regulated activities.

As at the Latest Practicable Date, Mr. Fung (i) had no interests in our Shares within the meaning of Part XV of the SFO; (ii) did not have any other relationship with any Directors, senior management of our Company, substantial Shareholders or Controlling Shareholders; and (iii) did not hold any directorship in any public companies, the securities of which were listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Ng Yu Fai (吳宇輝), aged 42, joined our Group as index derivatives senior broker of De Riva in July 2013 and was appointed as a Director on 1 November 2017. He was re-designated as an executive Director on [●]. Mr. Ng is the desk manager of the index listed derivatives team and is primarily responsible for managing and overseeing the operation of the broking team for listed Hong Kong derivatives products. He is also responsible for managing client accounts with major investment banks, developing new client accounts across Asia and Europe and overseeing the risk management of De Riva. During the Track Record Period, Mr. Ng acted as a desk manager of De Riva and formed part of its management team together with our other four executive Directors, namely Mr. Lau, Mr. Choi, Mr. Lee and Mr. Fung.

Mr. Ng completed his secondary education in Hong Kong in 1992 and has accumulated more than fifteen years of experience in derivatives and securities trading. The following table highlights Mr. Ng's professional experience prior to joining our Group:

Name of company	Principal business activities	Last position held	Roles and responsibilities	Duration
BGC Securities (Hong Kong) LLC	Derivatives brokerage	Manager (Equity derivatives Asia)	Acting as a broker dealer of Hong Kong listed derivatives and a key relationship officer	From February 2008 to April 2013
MF Global Hong Kong Limited	Trading of index futures and options	Vice President (Equity derivatives Asia)	Acting as a broker dealer of Hong Kong listed derivatives	From August 2005 to January 2008

Mr. Ng is currently licensed by the SFC to act as a Licensed Representative to carry out type 1 (dealing in securities) and type 2 (dealing in futures contracts) regulated activities.

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Mr. Ng was previously a director of the following companies, which were dissolved or wound-up (but not due to members' voluntary winding-up), with details as follows:

Name of company	Place of incorporation or establishment	Principal business activity immediately prior to its dissolution/ winding-up	Date of dissolution/ winding-up	Details
Well Booming International Trading Limited	Hong Kong	The company had not commenced any business activity	21 August 2015	This was a Hong Kong incorporated company de-registered under Section 751 of the Companies Ordinance and accordingly dissolved upon de-registration ^(Note 1)
Concept City International Limited	Hong Kong	The company had not commenced any business activity	25 November 2005	This was a Hong Kong incorporated company de-registered under Section 291AA of the Predecessor Companies Ordinance and accordingly dissolved upon de-registration ^(Note 2)

Notes:

1. Under Section 751 of the Companies Ordinance, an application for de-registration can only be made if (a) all the members of such company agreed to such deregistration; (b) such company has never commenced business or operation, or has ceased to carry on business or ceased operation for more than three months immediately before the application; (c) such company has no outstanding liabilities; (d) such company is not a party to any legal proceedings; (e) such company's assets do not consist of any immovable property situated in Hong Kong; and (f) if such company is a holding company, none of the subsidiary's assets consist of any immovable property situated in Hong Kong.
2. Under Section 291AA of the Predecessor Companies Ordinance, an application for deregistration can only be made if (a) all the members of such company agreed to such deregistration; (b) such company has never commenced business or operation, or has ceased to carry on business or ceased operation for more than three months immediately before the application and (c) such company has no outstanding liabilities.

Mr. Ng confirmed that (i) there is no wrongful act on his part leading to the dissolution of the above companies; (ii) he is not aware of any actual or potential claim has been or will be made against him as a result of the dissolution of the above companies; and (iii) the above companies were solvent at the time of their respective dissolution.

Save as disclosed in this document, as at the Latest Practicable Date, Mr. Ng (i) had no interests in our Shares within the meaning of Part XV of the SFO; (ii) did not have any other relationship with any Directors, senior management of our Company, substantial Shareholders or Controlling Shareholders; and (iii) did not hold any directorship in any public companies, the securities of which were listed on any securities market in Hong Kong or overseas in the last three years.

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Non-executive Director

Mr. Yu Kwok Tung (余國棟), aged 61, one of our Controlling Shareholders, was appointed as a Director on 29 November 2017 and re-designated as a non-executive Director on [●] 2018. Mr. Yu is primarily responsible for advising our Board on strategy, policy, performance, accountability, resources and standard of conduct.

Mr. Yu graduated from the University of Brighton (formerly known as Brighton Polytechnic) in the United Kingdom with a degree of Bachelor of Science in Combined Sciences in July 1982. The following table highlights Mr. Yu’s professional experience prior to joining our Group:

Name of company	Principal business activities	Last position held	Roles and responsibilities	Duration
AP Dow Jones Inc.	Publication of business news and financial information	Business director (Asia Pacific)	Overseeing and managing sales, distribution, business development and human resources in the Asia Pacific region, formulating annual budget, business and strategic planning and managing and coordinating new product development editorial coverage with Dow Jones news wire	1991 to 1997
Telerate Financial Networks Limited	Provision of global real time financial data and news networks services	Sales and account manager	Managing sales and accounts in Hong Kong and China, formulating business development plans and coordinating the installation and launching of new trading platform and system for foreign exchange trading between global banks	1985 to 1990

DIRECTORS AND SENIOR MANAGEMENT

Since 1997, Mr. Yu has been self-employed and involved in managing personal investments through a number of companies in Hong Kong. These companies are principally engaged in the business of property investments, retail and distribution and renewable energy business.

Mr. Yu was previously a director of the following companies, which were dissolved or wound-up (but not due to members' voluntary winding-up), with details as follows:

Name of company	Place of incorporation or establishment	Principal business activity immediately prior to its dissolution/ winding-up	Date of dissolution/ winding-up	Details
Globaltec Group Limited	Hong Kong	Inactive	25 September 2009	This was a Hong Kong incorporated company de-registered under Section 291AA of the Predecessor Companies Ordinance and accordingly dissolved upon de-registration ^(Note)
Pen Gallery Limited	Hong Kong	Retail and wholesale of branded pens and accessories	30 January 2009	This was a Hong Kong incorporated company de-registered under Section 291AA of the Predecessor Companies Ordinance and accordingly dissolved upon de-registration ^(Note)
Linton Corporation Limited	Hong Kong	Property investment	3 November 2006	This was a Hong Kong incorporated company de-registered under Section 291AA of the Predecessor Companies Ordinance and accordingly dissolved upon de-registration ^(Note)

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Name of company	Place of incorporation or establishment	Principal business activity immediately prior to its dissolution/ winding-up	Date of dissolution/ winding-up	Details
Linton (Asia) Limited	Hong Kong	Trading/retail	4 October 2002	This was a Hong Kong incorporated company de-registered under Section 291AA of the Predecessor Companies Ordinance and accordingly dissolved upon de-registration ^(Note)
Pen Gallery (China) Limited	Hong Kong	Retail and wholesale of branded pens in China	4 October 2002	This was a Hong Kong incorporated company de-registered under Section 291AA of the Predecessor Companies Ordinance and accordingly dissolved upon de-registration ^(Note)
Eastern Regent Limited	Hong Kong	Property investment	22 February 2002	This was a Hong Kong incorporated company de-registered under Section 291AA of the Predecessor Companies Ordinance and accordingly dissolved upon de-registration ^(Note)

Note: Under Section 291AA of the Predecessor Companies Ordinance, an application for deregistration can only be made if (a) all the members of such company agreed to such deregistration; (b) such company has never commenced business or operation, or has ceased to carry on business or ceased operation for more than three months immediately before the application and (c) such company has no outstanding liabilities.

Mr. Yu confirmed that (i) there is no wrongful act on his part leading to the dissolution of the above companies; (ii) he is not aware of any actual or potential claim has been or will be made against him as a result of the dissolution of the above companies; and (iii) the above companies were solvent at the time of their respective dissolution.

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Save as disclosed in this document, as at the Latest Practicable Date, Mr. Yu (i) had no interests in our Shares within the meaning of Part XV of the SFO; (ii) did not have any other relationship with any Directors, senior management of our Company, substantial Shareholders or Controlling Shareholders; and (iii) did not hold any directorship in any public companies, the securities of which were listed on any securities market in Hong Kong or overseas in the last three years.

Independent non-executive Directors

Mr. Voon David Hian-fook (温賢福) (“Mr. Voon”), aged 52, was appointed as an independent non-executive Director on [●]. He is also the chairman of our remuneration committee and a member of our audit and nomination committee. Mr. Voon is primarily responsible for providing independent advice on our Group’s strategy, policy, performance, accountability, resources and standard of conduct.

After graduating from University of California, Berkeley in the USA with a degree of Bachelor of Arts with a major in Economics in 1988, Mr. Voon obtained a Juris Doctor degree from Harvard University in 1991. Mr. Voon joined Shearman & Sterling LLP after graduating from Harvard University and thereafter he joined Goldman Sachs (Asia) L.L.C. in 1993. Throughout Mr. Voon’s career in Goldman Sachs (Asia) L.L.C. (or its affiliates). Mr. Voon had been engaged in various roles including Head of Asia ex-Japan Equity Derivatives Sales and Trading Department, Head of Fixed Income, Currency & Commodities and Equities Structured Products and Head of Asia Private Wealth Management Department and was a member of Goldman Sachs Asia Management Committee. The following table highlights Mr. Voon’s professional experience:

Name of company	Principal business activities	Last position held	Roles and responsibilities	Duration
Goldman Sachs (Asia) L.L.C. (or its affiliates)	Global investment banking, investment management, securities, and other financial services including prime brokerage	Partner	Heading the Asia Private Wealth Management Department	From November 1993 to July 2011
Shearman & Sterling LLP	Provision of legal services	Associate (Corporate finance department)	Providing legal services to clients in connection with equity initial public offerings and private placement of debt securities	From September 1991 to November 1993

Mr. Voon has been the chairman and director of Oski Capital Partners Limited since August 2015, the vice chairman of The Manhasset Bay Group, Inc. since March 2013 and the vice chairman of TransAsia Private Capital Limited since April 2013.

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Mr. Voon was admitted as a member of the American Bar Association in 1991. He was licensed by the SFC to act as a Responsible Officer to carry out type 1 (dealing in securities), type 2 (dealing in futures contracts), Type 4 (advising on securities), type 5 (advising on futures contracts) and type 9 (asset management) regulated activities. He passed Series 3 (National Commodity Futures Examination) and Series 7 (General Securities Representative Examination) in 1993, and Series 9 (General Securities Sales Supervisor — Options Module Examination) and Series 10 (General Securities Sales Supervisor — General Module Examination) in 2013, which are qualifying exams administered by The Financial Industry Regulatory Authority, Inc. (FINRA) in the USA.

Save as disclosed in this document, as at the Latest Practicable Date, Mr. Voon (i) had no interests in our Shares within the meaning of Part XV of the SFO; (ii) did not have any other relationship with any Directors, senior management of our Company, substantial Shareholders or Controlling Shareholders; and (iii) did not hold any directorship in any public companies, the securities of which were listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Or Kevin (柯衍峰) (“Mr. Or”), aged 46, was appointed as an independent non-executive Director on [●]. He is also the chairman of our audit committee. Mr. Or is primarily responsible for providing independent advice on our Group’s strategy, policy, performance, accountability, resources and standard of conduct.

In 1994, Mr. Or graduating from Royal Melbourne Institute of Technology now known as RMIT University in Australia with a degree of Bachelor of Business. He began his career at PricewaterhouseCoopers Limited in 1996 and has since accumulated more than twenty years of experience in the audit field. The following table highlights Mr. Or’s professional experience:

Name of company	Principal business activities	Last position held	Roles and responsibilities	Duration
Linkers CPA Limited	Provision of accounting and auditing services	Associate director	Heading the Assurance and Learning & Development Divisions of the firm	From December 2016 to present
PricewaterhouseCoopers Limited	Provision of accounting and auditing services	Senior manager	Provision of assurance services and advising small and medium-sized enterprises, entrepreneurs and companies seeking listing in Hong Kong	From November 1996 to December 2016

Mr. Or was admitted as a certified practising accountant of the Australian Society of Certified Practising Accountants in 1997 and a member of Hong Kong Society of Accountants in 1998.

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As at the Latest Practicable Date, Mr. Or (i) had no interests in our Shares within the meaning of Part XV of the SFO; (ii) did not have any other relationship with any Directors, senior management of our Company, substantial Shareholders or Controlling Shareholders; and (iii) did not hold any directorship in any public companies, the securities of which were listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Wu Ping Lam Michael David (吳秉霖) ("Mr. Wu"), aged 35, was appointed as an independent non-executive Director on [●] 2018. He is also the chairman of our nomination committee and a member of our audit and remuneration committee. Mr. Wu is primarily responsible for providing independent advice on our Group's strategy, policy, performance, accountability, resources and standard of conduct.

After graduating from Cornell University in the City of New York in the USA with a degree of Bachelor of Arts and Sciences with a major in Economics and Psychology in 2004, Mr. Wu obtained a degree of Masters of Engineering in 2005 also from Cornell University. The following table highlights Mr. Wu's professional experience:

Name of company	Principal business activities	Last position held	Roles and responsibilities	Duration
Veritas Wine Trading Limited	Trading of investment grade wines	Chief executive officer	Formulating and implementing strategic plans of the company and overseeing the overall operations, business development and financial performance of the company	From April 2013 to present
Goldman Sachs (Asia) L.L.C. (or its affiliates)	Global investment banking, investment management, securities, and other financial services including prime brokerage	Executive director (Equities division)	Providing liquidity on options market to hedge funds and domestics institutions through market making activities and managing and hedging proprietary risks of the company using OTC and listed option markets	From July 2005 to February 2014

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Mr. Wu passed Series 7 (General Securities Representative Examination) and Series 63 (Uniform Securities Agent State Law Examination) in 2005 and Series 3 (National Commodity Futures Examination) in 2011, which are qualifying exams administered by The Financial Industry Regulatory Authority, Inc. (FINRA) in the USA.

Mr. Wu was previously a director of the following company, which was dissolved or wound-up (but not due to members' voluntary winding-up) with details as follows:

Name of company	Place of incorporation or establishment	Principle business activity immediately prior to its dissolution/ winding-up	Date of dissolution/ winding-up	Details
Veritas Wine Management Limited	Hong Kong	Investment holding	17 November 2017	This was a Hong Kong incorporated company de-registered under Section 751 of the Companies Ordinance and accordingly dissolved upon de-registration ^(Note)

Note: Under Section 751 of the Companies Ordinance, an application for de-registration can only be made if (a) all the members of such company agreed to such deregistration; (b) such company has never commenced business or operation, or has ceased to carry on business or ceased operation for more than three months immediately before the application; (c) such company has no outstanding liabilities; (d) such company is not a party to any legal proceedings; (e) such company's assets do not consist of any immovable property situated in Hong Kong; and (f) if such company is a holding company, none of the subsidiary's assets consist of any immovable property situated in Hong Kong.

Mr. Wu confirmed that (i) there is no wrongful act on his part leading to the dissolution of the above company; (ii) he is not aware of any actual or potential claim has been or will be made against his as a result of the dissolution of the above company; and (iii) the above company was solvent at the time of its dissolution.

As at the Latest Practicable Date, Mr. Wu (i) had no interests in our Shares within the meaning of Part XV of the SFO; (ii) did not have any other relationship with any Directors, senior management of our Company, substantial Shareholders or Controlling Shareholders; and (iii) did not hold any directorship in any public companies, the securities of which were listed on any securities market in Hong Kong or overseas in the last three years.

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Disclosure of relationships

Save as disclosed above and elsewhere in this document, each of our Directors confirmed with respect to himself that: (i) apart from our Company, he has not held directorships in the last 3 years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) save as disclosed in the paragraph headed "C. Further information about our Directors and substantial Shareholders" in Appendix IV to this document, he does not have any interests in the Shares within the meaning of Part XV of the SFO; (iii) there is no other information that should be disclosed for himself pursuant to Rule 17.50(2) of the GEM Listing Rules; and (iv) to the best of the knowledge, information and belief of our Directors having made all reasonable enquiries, there are no other matters with respect to the appointment of our Directors that need to be brought to the attention of our Shareholders.

BOARD COMMITTEES

Audit Committee

Our Group has established an audit committee pursuant to a resolution of our Directors passed on [●] with written terms of reference in compliance with the Corporate Governance Code and Rule 5.28 as set out in the GEM Listing Rules. The primary duties of our audit committee are mainly (i) to make recommendations to our Board on the appointment and removal of external auditors; (ii) to review and revise our Group's financial statements and render advice in respect of financial reporting; (iii) to oversee internal control procedures and corporate governance of our Group; (iv) to supervise internal control systems of our Group; and (v) to monitor any continuing connected transactions. All members of our audit committee are appointed by the Board. Our audit committee currently consists of all three of our independent non-executive Directors, namely Mr. Or, Mr. Voon and Mr. Wu. Mr. Or is the chairman of our audit committee.

Remuneration Committee

Our Group has established a remuneration committee pursuant to a resolution of our Directors passed on [●] with written terms of reference in compliance with the Corporate Governance Code and Rule 5.34 as set out in the GEM Listing Rules. The primary duties of our remuneration committee are mainly (i) to review and make recommendations to our Board on the overall remuneration policy and structure relating to all Directors and senior management of our Group; (ii) to review other remuneration-related matters, including benefits-in-kind and other compensation payable to our Directors and senior management; and (iii) to review the performance based remunerations and to establish a formal and transparent procedure for developing policy in relation to remuneration. Our remuneration committee currently consists of Mr. Voon, Mr. Lau and Mr. Wu. Mr. Voon is the chairman of our remuneration committee.

DIRECTORS AND SENIOR MANAGEMENT

Nomination Committee

Our Group has established a nomination committee pursuant to a resolution of our Directors passed on [●] with written terms of reference in compliance with the Corporate Governance Code. The primary duties of our nomination committee are mainly (i) to review the structure, size, composition and diversity of our Board on a regular basis; (ii) to identify individuals suitably qualified to become Board members; (iii) to assess the independence of independent non-executive Directors; (iv) to make recommendations to our Board on relevant matters relating to the appointment or re-appointment of Directors; and (v) to make recommendations to our Board regarding the candidates to fill vacancies on our Board. Our nomination committee currently consists of Mr. Voon, Mr. Wu and Mr. Lau. Mr. Wu is the chairman of our nomination committee.

SENIOR MANAGEMENT

Name	Age	Position	Date of joining our Group	Roles and responsibilities	Relationship with our Directors, other senior management and Controlling Shareholders
Yui Ka Lee (芮嘉莉)	34	Finance manager	August 2013	Review of the finance, accounting and administrative functions of our Group	Nil

Ms. Yui Ka Lee (芮嘉莉) (“Ms. Yui”), aged 34, joined our Group in August 2013. As the finance manager, Ms. Yui is responsible for the review of our Group’s finance and accounting functions, as well as the administrative function. She has over ten years of experience in the accounting field. Prior to joining our Group, Ms. Yui had worked as an accountant in Hutchison Telecommunications (Hong Kong) Limited from April 2013 to July 2013. From December 2012 to March 2013, Ms. Yui worked in Pinestone Capital Group Limited with her last position as senior accountant. She worked in Rifa Securities Limited (formerly known as Daily Growth Securities Limited) with her last position as senior accountant between April 2012 and December 2012. From March 2010 to March 2012, Ms. Yui worked as an accountant in Vision Investment Management (Asia) Limited. She worked in BDO Limited with her last position as senior associate from February 2008 to March 2010. From June 2006 to February 2008, Ms. Yui worked in FTW CPA (Practising) Limited as a trainee accountant. Ms. Yui was admitted as a member of the Hong Kong Institute of Certified Public Accountants in February 2010. Ms. Yui graduated with a degree of Bachelor of Arts with a major in accountancy and a minor in corporate finance from the Hong Kong Polytechnic University in December 2006.

Ms. Yui does not have any current or past directorships in any public companies, the securities of which were listed on any securities market in Hong Kong or overseas in the last three years.

DIRECTORS AND SENIOR MANAGEMENT

COMPANY SECRETARY

Ms. Yui (芮嘉莉) is the company secretary of our Company. Please refer to the paragraph headed "Senior management" above in this section for details about Ms. Yui's qualifications and experience.

COMPLIANCE OFFICER

Mr. Choi (蔡文豪) was appointed as the compliance officer (pursuant to Rule 5.19 of the GEM Listing Rules) of our Company on 4 December 2017. Please refer to the paragraph headed "Directors" above in this section for details about Mr. Choi's qualifications and experience.

AUTHORISED REPRESENTATIVES

Mr. Lau and Mr. Choi are the authorised representatives of our Company.

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

During the Track Record Period, the aggregate amount of salary, allowances, benefits in kind and defined contribution paid by our Company to our five highest paid individuals (including our Directors) for each of the three years ended 31 March 2016, 31 March 2017 and 31 March 2018 were approximately HK\$17.6 million, HK\$14.7 million and HK\$22.0 million respectively.

The executive Directors are also employees of our Company and receive, in their capacity as employees of our Company, compensation in the form of salaries and other allowances and benefits in kind. Our Company reimburses our Directors for expenses which are necessarily and reasonably incurred for providing services to our Company or executing their functions in relation to the operations of our Company.

During the Track Record Period, the aggregate amount of fees, salaries, allowances, benefits in kind and defined contribution paid by our Company to our Directors for each of the three years ended 31 March 2016, 31 March 2017 and 31 March 2018 were approximately HK\$10.4 million, HK\$10.4 million and HK\$20.5 million respectively.

Each of our executive Directors and independent non-executive Directors has entered into either a service contract or letter of appointment with our Company for an initial term of three years with effect from the [REDACTED], which will continue thereafter until terminated by not less than three months' notice in writing. Further details of the terms of the service contracts and letters of appointment entered into with our Directors are set out in the paragraph headed "C. Further information about our Directors and substantial shareholders — 1. Directors — (b) Particulars of service contracts and letters of appointment" in Appendix IV to this document.

DIRECTORS AND SENIOR MANAGEMENT

During the Track Record Period, no emolument was paid by our Group to, or receivable by, our Directors or the five highest paid individuals as an inducement to join or upon joining our Group. No compensation was paid by our Group to, or receivable by, our Directors, past directors or the five highest paid individuals for the loss of any office in connection with the management of the affairs of any member of our Group. Our Directors estimate that under the current proposed arrangement, the aggregate basic annual remuneration (excluding payment pursuant to any discretionary benefits or bonus or other fringe benefits) payable by our Group to our Directors will be approximately HK\$6.8 million for the year ending 31 March 2019.

None of our Directors or the five highest paid individuals waived any emoluments during the Track Record Period. Save as disclosed above, no other payments have been paid, or are payable, by our Company or any of our subsidiaries to our Directors and the five highest paid individuals during the Track Record Period.

Remuneration Policy

Our Directors and senior management receive compensation in the form of salaries and other allowances and benefits in kind with reference to those paid by comparable companies, experience, responsibilities and performance of our Group. Our Group also reimburses our Directors and senior management for expenses which are necessarily and reasonably incurred for the provision of services to our Group or executing their functions in relation to the operations of our Group. Our Group regularly reviews and determines the remuneration and compensation packages of our Directors and senior management, by reference to, among other things, market level of remuneration and compensation paid by comparable companies, the respective responsibilities of our Directors and the performance of our Group.

After [REDACTED], the remuneration committee of our Company will review and determine the remuneration and compensation packages of our Directors with reference to their responsibilities, experience and the performance of our Group. Our Directors may also receive options to be granted under the Share Option Scheme.

COMPLIANCE ADVISER

Our Group has appointed Red Sun Capital, as our compliance adviser pursuant to Rule 6A.19 of the GEM Listing Rules. Pursuant to Rule 6A.23 of the GEM Listing Rules, the compliance adviser will advise our Company in the following circumstances:

- (1) before the publication of any regulatory announcement, circular or financial report;
- (2) where a transaction, which might be a notifiable or connected transaction, is contemplated, including but not limited to share issues and share repurchases;
- (3) where our Company proposes to use the [REDACTED] of the [REDACTED] in a manner different from that detailed in this document or where the business activities, developments or results of our Group deviate from any forecast, estimate or other information in this document; and

DIRECTORS AND SENIOR MANAGEMENT

- (4) where the Stock Exchange makes an inquiry of our Company regarding unusual movements in the price or trading volume of the Shares pursuant to Rule 17.11 of the GEM Listing Rules.

Pursuant to Rule 6A.24 of the GEM Listing Rules and the compliance adviser agreement entered into between the compliance adviser and our Company, the compliance adviser will, among other things:

- (1) ensure our Company is properly guided and advised as to compliance with the GEM Listing Rules and the Takeovers Code;
- (2) act as one of our principal channels of communication with the Stock Exchange, including accompanying our Company to any meetings with the Stock Exchange, unless otherwise requested by the Stock Exchange;
- (3) in relation to any application by our Company for a waiver from any of the requirements in Chapters 19 and 20 of the GEM Listing Rules, advise our Company on our obligations and in particular the requirement to appoint an independent financial adviser; and
- (4) assess the understanding of all new appointees to the Board regarding the nature of their responsibilities and fiduciary duties as a director of a listed issuer, and, if any inadequacies are identified, recommend necessary remedial steps to our Directors.

Term

The term of appointment of the compliance adviser shall commence on the [REDACTED] and end on the date on which our Company complies with Rule 18.03 of the GEM Listing Rules in respect of our financial results for the second full financial year commencing after the [REDACTED].

Duties of our Company

Our Company shall fully comply with and discharge our responsibilities under the GEM Listing Rules and other applicable laws, regulations and codes relating to securities and corporate governance that are applicable to our Company.

During the term, our Company must consult with and, if necessary, seek advice from the compliance adviser on a timely basis in the circumstances as required under Rule 6A.23 of the GEM Listing Rules.

Termination

The compliance adviser agreement can be terminated by either party upon giving the other party not less than one month's prior written notice.